

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

7 WEST 57TH STREET REALTY COMPANY,
LLC,

Plaintiff,

v.

CITIGROUP, INC., et al.

Defendants.

Case No. 1:13-cv-0981 (PGG)

ECF Case

**DECLARATION OF DOMINICK R. SABELLA IN SUPPORT OF
THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.'S MOTION TO DISMISS
FOR LACK OF PERSONAL JURISDICTION**

I, Dominick R. Sabella, hereby declare:

1. I am Managing Director and Comptroller of the New York branch of The Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BTMU"). I submit this declaration in further support of BTMU's motion to dismiss the above-captioned action for lack of personal jurisdiction. I have personal knowledge of the facts set forth herein based on my work at BTMU and my review of BTMU's records.

2. BTMU is a financial institution incorporated in Japan under the Company Law. Its headquarters are and have been located at 2-7-1, Marunouchi, Chiyoda-ku, Tokyo, Japan. BTMU's principal place of business is and has been in Japan.

3. Currently, BTMU has over 700 branches in Japan. It has dozens of branches or representative or other offices in more than forty other countries.

4. At all relevant times, BTMU had a single branch in New York.

5. In addition, as of February 2013 (when plaintiff initiated this action), BTMU had two other branches in the United States (in Chicago, Illinois and Los Angeles, California) and

eight banking or representative offices or agencies. BTMU also had several subsidiaries in New York and elsewhere in the United States.

6. The New York branch of BTMU is and has been a comparatively small part of BTMU.

6.1. For the fiscal year ending March 2013, the New York branch of BTMU generated just 5.34% of BTMU's gross revenue and 6.49% of its ordinary profit.

6.2. As of March 2013, the New York branch of BTMU had 1,653 full-time employees, or 4.53% of the 36,499 full-time employees of BTMU worldwide.

7. These numbers are similar for 2012:

7.1. For the fiscal year ending March 2012, the New York branch of BTMU generated just 4.01% of BTMU's gross revenue and 6.8% of its ordinary profit.

7.2. As of March 2012, the New York branch of BTMU had 1,361 full-time employees, or 3.8% of the 35,480 full-time employees of BTMU worldwide.

8. BTMU's overall operations in the United States also were and are small when compared to its global operations.

8.1. For the fiscal year ending March 2013, all of BTMU's branches and offices in the United States (including the New York branch) generated just 5.6% of BTMU's gross revenue and 6.74% of its ordinary profit.

8.2. As of March 2013, there were 1,862 full-time BTMU employees in the United States (including at the New York branch), or 5.1% of the 36,499 full-time employees of BTMU worldwide.

8.3. For the fiscal year ending March 2012, all of BTMU's branches and offices in the United States (including the New York branch) generated just 4.22% of BTMU's gross revenue and 7.26% of its ordinary profit.

8.4. As of March 2012, there were 1,641 full-time BTMU employees in the United States (including at the New York branch), or 4.6% of the 35,480 full-time employees of BTMU worldwide.

9. Neither the New York branch of BTMU nor any of BTMU's other U.S. branches, offices or agencies ever has been responsible for or involved with the determination or submission of rates to the British Bankers' Association in the United Kingdom for use in the calculation of U.S. Dollar Libor. I understand that the BTMU employees responsible for this submission are located in London, United Kingdom, and have made the submissions from London, United Kingdom.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 13th day of November 2014 in New York City, New York.

A handwritten signature in cursive script, reading "Dominick Sabella", written in black ink.

Dominick R. Sabella